



CORPORATION SERVICE COMPANY

RECORDATION NO 26926 FILED

APR 16 '07

12-59 PM

SURFACE TRANSPORTATION BOARD

April 13, 2007

Karen January  
Surface Transportation Board  
Recordation Office  
395 East Street SW  
Washington, DC 20423  
202-245-0401



RE: 849116/005

Dear Karen:

Please process the enclosed documents for the service indicated below:

**COMMIT DATE: 04/25/2007**

**PLEASE NOTIFY OUR OFFICE IF COMMIT DATE CANNOT BE MET.**

**Primary STB Filing**

A check is enclosed in the amount of \$34.00 to: Surface Transportation Board

**Mailing instructions:**

Forward the acknowledgement to our office. Appropriate FedEx envelopes have been provided for your use.

**Special instructions:**

**Lessee:**

Petresa Canada Inc.  
5250 Boul Becancour  
Becancour, QC G9H3X3

**Lessor:**

CIT Financial (Alberta) ULC  
30 S Wacker Drive, Suite 3000  
Chicago, IL 60606

Thank you for your assistance in this matter.  
Sincerely,

April O'Shea 1-800-995-5071 ext. 3813  
Motor Vehicle Specialist

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## MEMORANDUM OF RAILCAR LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 29 day of March, 2007, is made by CIT FINANCIAL (ALBERTA) ULC, an Alberta Company, with an address at 30 S. Wacker Drive, Suite 3000, Chicago, IL 60606 (the "Lessor"), and PETRESA CANADA INC., a Canadian corporation, with an address at 5250 Boul Becancour, Becancour QC G9H 3X3 (the "Lessee" and, together with the Lessor, the "Parties").

## KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Master Railcar Lease (the "Lease") dated as of March 29, covering the equipment listed on Schedule A hereto (the "Equipment").

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Schedule, the respective interests therein of the Parties and accordingly the Parties have caused this Memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: JM Keasling  
Name: JM KEASLING  
Title: SVP - LEASING

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

PETRESA CANADA INC.

By: P. Labaie  
Name: Pierre Labaie  
Title: Gen. Mgr.

Schedule A

Number of Cars		Equipment Description
2		28,000 through 31,000 gallon capacity tank cars, non coiled, non insulated
1	DCTX	29850
2	PLMX	148